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ILLINOIS COMMERCE COMMISSION

ORIGINAL

(File this application via e-docket, or if unable to do so, file one original verified application with the Chief Clerk.)

Docket No. _____
ICC Office Use Only

Please provide the appropriate information in the () areas in the heading below.

Broadwing Communications, LLC

**Application for a certificate of
local authority
to operate as a facilities
based carrier of telecommunications
services statewide in the
State of Illinois.**

04-0512

ILLINOIS
COMMERCE COMMISSION
2004 AUG 13 A 9:48
CHIEF CLERK'S OFFICE

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**
(Use additional sheets as necessary.)

GENERAL

1. Applicant's Name(including d/b/a, if any)

FEIN # 75-3105020

**Broadwing Communications, LLC
1122 Capital of Texas Highway South
Austin, TX 78746
(512) 742-3700 – Telephone
(512) 328-7902 – Fax**

2. Authority Requested: (Mark all that apply) _____13-403 Facilities Based Interexchange

__XX__13-404 Resale of Local and/or Interexchange

__XX__13-405 Facilities Based Local

3. Request for waivers/variances: In applications for local exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance.

__XX__Part 710 Uniform System of Accounts for Telecommunications Carriers

____Part 735 Procedures Governing the Establishment of Credit, Billing,
Deposits, Termination of Service and Issuance of Telephone
Directories for Local Exchange Telecommunications Carriers in the
State of Illinois

__XX__ Section 735.180 Directories

____ Other

4. For all applicants requesting local exchange authority under Section 13-404 or Section 13-405, please complete the following:

- (a) the Standard Questions for Applicants Seeking Local Exchange Service Authority found in Appendix A of this document
- (b) the 9-1-1 Questions for Applicants Seeking Local Exchange Service Authority found in Appendix B of this document;
- (c) the Financial Questions for Applicants Seeking Local Exchange Service Authority found in Appendix C of this document; and
- (d) if applicable, the Prepaid Service Questions for Applicants Seeking Local Exchange Service Authority found in Appendix D of this document.

5. In what area of the state does the Applicant propose to provide service?

Statewide

6. Please attach a sheet designating contact persons to work with Staff on the following:

- a) issues related to processing this application
- b) consumer issues
- c) customer complaint resolution
- d) technical and service quality issues
- e) "tariff" and pricing issues
- f) 9-1-1 issues
- g) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address.

Please see attached Exhibit A.

7. Please check type of organization?

____ Individual

____ Corporation

____ Partnership

Date corporation was formed _____

In what state? _____

__XX__ Other (Specify) **Limited Liability Company**

8. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Please find attached as Exhibit B a copy of the Applicant's certificate of formation and certificate to transact business in Illinois.

9. List jurisdictions in which Applicant is offering service(s).

Broadwing is currently authorized to provide interexchange services in all fifty states, including in Illinois. Concurrently with this Application, a notification is being filed by Corvis Corporation, Broadwing, and Focal Communications Corporation of Illinois ("Focal-IL") of an internal corporate restructuring whereas all of the assets and customers of Focal-IL are being transferred to Broadwing. As part of that restructuring, Broadwing is applying for local authority, where required. At the present time, Broadwing only has authority to provide local exchange services in the State of Wisconsin.

10. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

____ YES (Please provide details) XX NO

11. Have there been any complaints or judgments levied against the Applicant in any other jurisdiction?

____ YES XX NO

If YES, describe fully. _____

12. Has Applicant provided service under any other name?

____ YES XX NO

If YES, please list. _____

13. Will the Applicant keep its books and records in Illinois? ____ YES XX NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

Applicant seeks permission to maintain books and records at the Applicant's corporate offices. Applicant will make its books and records available at the Commission upon request and at Applicant's cost.

MANAGERIAL

14. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Please see attached Exhibit C.

15. List officers of Applicant.

A listing of officers of Applicant is included in Exhibit C.

16. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? ☒ YES ☐ NO

If YES, list entity.

In September of 2004, control of Focal Communications Corporation, the parent company of Focal-IL, will be transferred with and into Corvis, the parent company of Broadwing, pursuant to a merger agreement between the parties. For more information on this merger, please see the restructuring notification that was filed concurrently with the present application.

17. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Monthly billing statements will be mailed to customers.

18. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

The proposed transaction would not result in any disruption of service to the present customers of Focal-IL that will be transferred to Broadwing. Broadwing would continue to handle service, billing, and repair complaints in the same manner in which they are handled by Focal-IL. Company contacts for handling of consumer complaints will continue to remain the same and the company will notify the Commission promptly of any changes.

19. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? ☒ YES ☐ NO

20. What telephone number(s) would a customer use to contact your company?

(888) 362-2522

21. Will Applicant abide by all Federal and State slamming and cramming laws pursuant to Section 13-902 of the Public Utilities Act and Section 258 of the 1996 Telecommunications Act?

☒ YES ☐ NO

22. Please describe applicant's procedures to prevent slamming and cramming of customers?

Applicant complies with all federal and state anti-slamming and anti-cramming rules and regulations, including the requirement of signed LOAs and/or third party verifications.

23. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 730, 732, 735, 755, 756, 757, 770, and 772?

☒ YES ☐ NO (If no, please provide an explanation.)

24. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

☒ YES ☐ NO

FINANCIAL

25. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Broadwing is a wholly-owned subsidiary of C III Communications, LLC ("C III"), which is in turn a subsidiary of Corvis. Corvis is a publicly traded company with a market capitalization of approximately one billion and cash reserves of over five hundred million. Attached please find attached as Exhibit D the financial statements of Corvis.

TECHNICAL

26. Does Applicant utilize its own equipment and/or facilities? ☒ YES ☐ NO

If YES, please list the facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

Please see attached Exhibit E, filed under seal with the Commission.

If NO, which facility provider(s)'s services does the Applicant intend to use?

27. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

Broadwing will offer its customers a variety of services, including TI, PRI, switched local service, long distance, toll-free, international long distance, international toll-free, Internet access and private networking, collocation space, integrated voice and data circuits, audio conferencing, and calling card services.

28. Will technical personnel be available at all times to assist customers with service problems?

☒ YES ☐ NO

29. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? ☒ YES ☐ NO


(Signature of Applicant)

VERIFICATION

This application shall be verified under oath.

OATH

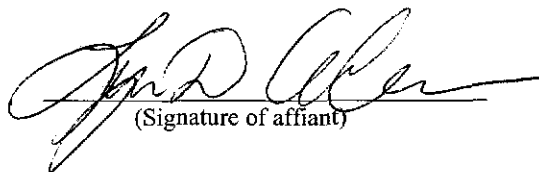
State of Texas)
County of Travis)ss



Lynn D. Anderson makes oath and says that he is Sr. V.P., CFO, & Treasurer
(Insert here the name of affiant) (Insert the official title of the affiant)

of Broadwing Communications, LLC
(Insert here the exact legal title or name of the Applicant)

that he has examined the foregoing application and that to the best of his knowledge, information, and belief, all statements of fact contained in the said application are true, and the said application is a correct statement of the business and affairs of the above-named applicant in respect to each and every matter set forth therein.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public/_____
(Title of person authorized to administer oaths)

in the State and County above named, this 3rd day of August, 2004.

Carolyn M. Morse
(Signature of person authorized to administer oath)